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This Brochure provides information about the qualifications and business practices of TLS Advisory Services, Inc. ("TLS"). If you have any questions about the contents of this brochure, please contact Thomas L. Schmidt at (410) 825-1295 or tomschmidt@tlsadvisoryservices.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about TLS also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure. Each year, we will ensure that you receive a summary of any material changes to this and subsequent brochures by April 30th. We will further provide you with our most recent brochure at any time at your request, without charge. You may request a brochure by contacting us at (410) 825-1295.

Material Changes since the Last Update

TLS Advisory Services, Inc. was established as a new Registered Investment Advisor in June 1996. They are registered with the Securities and Exchange Commission ("SEC"), under the rules and regulations of the US Investment Advisers Act of 1940, as amended (the "Advisers Act"). The following material changes have been made since the last update was filed on February 21, 2023:

- None.

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Item 4 - Advisory Business

TLS Advisory Services, Inc., is an investment advisory firm that is registered with the SEC and subject to the rules and regulations of the US Advisers Act. It is wholly owned by Thomas L. Schmidt. All activities of TLS are supervised by Thomas Schmidt. TLS has been in business since June 26, 1996.

TLS provides financial planning and portfolio management services. TLS also provides consultations on specific investments upon request.

TLS tailors its services to the individual needs of its clients. Individual needs include the nature of other assets and the client's personal and family obligations. Clients may impose reasonable restrictions on investing in certain securities or types of securities.

PORTFOLIO MANAGEMENT

TLS provides investment advisory services to individuals, including high net worth individuals, and companies, trusts/estates, and charitable organizations. It provides non-discretionary investment advice to the client about asset classes and investment alternatives in accordance with the client's investment objectives. TLS then assists in monitoring Clients' investments by preparing periodic reports that document investment performance. TLS meets with the client periodically to discuss the reports and the investments.

FINANCIAL PLANNING

TLS prepares financial plans or assists clients in their financial planning, including offering information and advice to Plan Trustees, individuals, high net worth individuals, companies, trusts/ estates, and charitable organizations. Planning may also include, but is not limited to, offering advice to clients on: investment planning, life insurance; tax concerns; retirement planning; investment planning; college planning; and debt/credit planning. These services are performed on a fixed fee or hourly fee basis.

CONSULTATION

People sometimes seek TLS's guidance relating to investments they already hold. TLS provides these consultations on a fixed-fee or hourly fee basis.

TLS' REGULATORY ASSETS UNDER MANAGEMENT AS OF FEBRUARY 12, 2024

Discretionary	\$0.00
Non-Discretionary	\$154,594,658

Item 5 - Fees and Compensation

PORTFOLIO MANAGEMENT

Fees for these services may be based on a flat fee, or on a percentage of Assets Under Management as follows:*

TOTAL ASSETS UNDER MANAGEMENT	ANNUAL FEE
up to \$99,999.99	2.00%
\$100,000.00 - \$249,999.99	1.50%
\$250,000.00 - \$499,999.99	1.25%
\$500,000.00 - \$999,999.99	1.00%
\$1,000,000.00 - \$4,999,999.99	0.75%
\$5,000,000.00 - \$9,999,999.99	0.50%
\$10,000,000.00 or above	0.25%

* The fee represents only TLS's fee. Clients may also incur other fees charged by mutual funds, third party managers and/or qualified custodians.

These fees are negotiable in certain circumstances in the sole discretion of TLS. The final fee schedule will be specified in the Investment Advisory Contract. Fees are paid quarterly in arrears, and clients may terminate their contracts upon written notice. Because fees are charged in arrears, no refund policy is necessary. Third party fees (i.e. custodian fees, money managers' fees, mutual fund fees, etc.) are separate and distinct from the fees and expenses charged by TLS. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract. There is no account minimum. Fees are based on the Assets Under Management on the last day of the previous quarter. Please note that Assets Under Management may be calculated differently than "Regulatory Assets Under Management."

Advisory contracts generally provide for fees to be directly debited from client assets by the qualified custodian, but clients may choose whether to be billed separately.

FINANCIAL PLANNING

FIXED FEES

The fee to be charged depends upon the complexity of the situation and the needs of the client, and is specified in the Financial Planning Agreement. Fees are paid in advance, but never more than six months in advance, with the remainder due upon presentation of the plan. Fees that are charged in advance may be refunded based on the prorated amount of work completed at the point of termination. The fees are negotiable in TLS's sole discretion. Clients may terminate their contracts without penalty.

HOURLY FEES

Depending upon the complexity of the situation and the needs of the client, the hourly fee for these services is generally between \$150 and \$200. The fees are negotiable in TLS's sole discretion. The final fee schedule will be specified in the Financial Planning Agreement. Fees are paid in advance, but never more than six months in advance, with the remainder due upon presentation of the plan. Fees that are charged in advance may be refunded based on the prorated amount of work completed at the point of termination. Clients may terminate their contracts without penalty upon written notice.

TLS will invoice clients for financial planning fees.

Additional Compensation

Thomas Schmidt is a Registered Representative of TLS Financial Services, Inc., a registered broker-dealer. Mr. Schmidt is also an agent of TLS Insurance Services, Inc. He is a licensed insurance agent who is appointed to sell life, health, and annuity insurance products with several insurance companies. He may offer clients products through these affiliations. Clients should be aware that these products pay a commission. Mr. Schmidt does not execute securities transactions for advisory clients through TLS Financial Services, Inc., or solicit advisory clients to engage in insurance purchases through TLS Insurance Services, Inc.

Item 6 - Performance-Based Fees and Side-By-Side Management

TLS does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

Item 7 - Types of Clients

TLS provides advisory services to the following types of clients:

- Individuals
- High net worth individuals
- Charitable organizations
- Corporations or other businesses

There is no minimum account size to open and maintain an advisory account.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

TLS communicates with the client about the client's goals, risk tolerance and time horizon, and other considerations. TLS analyzes and evaluates the information, and develops an investment recommendation to suit the client's needs. The investment process can be applied to meet the client's needs on the full range of client's goals on a comprehensive basis, a subset of the client's goals on a limited basis, or a single client's goal on a specialized basis.

For most clients, TLS monitors the portfolio and advises the client when reallocation or rebalancing of assets is appropriate.

Clients are advised on a non-discretionary basis. This means that TLS cannot effect any account transaction without obtaining the client's prior verbal consent. Thus, if the client is unavailable during a market event, TLS will be unable to effect any account transactions because it must first obtain the client's verbal consent.

Specific investment strategies vary in accordance with the needs of each client, however, for most clients, we incorporate the concept of asset allocation, or spreading investments among a number of asset classes (domestic stocks vs. foreign stocks; large cap stocks vs. small cap stocks; corporate bonds vs. government securities). Asset allocation seeks efficient diversification of assets in an attempt to lessen the risk of concentrated exposure to a particular security or asset class.

TLS's methods of analysis may include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

- Charting analysis involves the use of patterns in performance charts. The firm uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.
- Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.
- Technical analysis involves the analysis of past market data; primarily price and volume.
- Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

While we have no specific limitation on the types of securities that we may recommend or on which we may advise, we primarily recommend mutual funds.

Mutual funds and ETFs charge internal fees, which are disclosed in each fund's prospectus. These charges are in addition to TLS's investment management fee. TLS does not receive any portion of these mutual fund and ETF commissions and fees. All fees paid to TLS for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds, ETFs, or other pooled investment vehicles ("Funds") to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Certain funds also impose sales charges. A client could invest in a mutual fund directly, without the services of TLS. In that case, the client would not receive the services provided by TLS which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to their financial condition and objectives. The client should review both the fees charged by the funds and the fees charged by TLS to fully understand the total

amount of fees to be paid by the client and thereby evaluate the advisory services being provided.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the firm or the integrity of its management. TLS has no information applicable to this item.

Item 10 - Other Financial Industry Activities and Affiliations

TLS Advisory Services, Inc., is affiliated with TLS Financial Services, Inc., a registered broker-dealer, and with TLS Insurance Services, Inc., an insurance agency. Some advisors of TLS Advisory Services, Inc. may also be licensed insurance agents. The registered representatives of TLS Advisory Services are also registered representatives of TLS Financial Services, and are agents of TLS Insurance Services. TLS Advisory Services does not receive a commission or other form of compensation in connection with these sales, but the registered representatives do receive commissions or other forms of compensation for these sales. Clients are not obligated to use TLS Financial Services as a broker-dealer, or to use TLS Insurance Services as their insurance agency.

TLS may use outside insurance agencies or brokers to assist with the analysis and recommendation of insurance products and/or for insurance licensing and appointments with various states and insurance companies.

TLS's relationship with TLS Financial Services, Inc., and TLS Insurance Services, Inc., does not create a material conflict of interest with clients. When providing *advisory services*, TLS representatives do not recommend the purchase of securities through TLS Financial Services, Inc., and do not solicit advisory clients to purchase insurance through TLS Insurance Services, Inc.

If a potential client does not elect to use the advisory services provided by TLS (for example, because the client does not have sufficient assets to justify paying advisory fees), TLS may refer the potential client to TLS Financial Services, Inc., or to TLS Insurance Services, Inc.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

TLS's Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect client interests at all times and to demonstrate our commitment to fiduciary duties of honesty, good faith, and fair dealing. All of TLS's Associated Persons are expected to strictly adhere to these guidelines. Persons associated with TLS Advisory Services, Inc. are also required to report any violations to the Code of Ethics. Additionally, the firm maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about our clients or client accounts by persons associated with our firm.

TLS and its employees may buy or sell securities that are also held by clients. It is the expressed policy of the advisor that no person employed by our firm purchase or sell any security prior to the transaction being implemented for an advisory account; therefore, preventing such employees from benefiting from transactions placed on behalf of the advisory clients.

The advisor may have an interest or position in a certain security, which may also be recommended to the client. As these situations may present a conflict of interest, the advisor has established the following restrictions in order to ensure its fiduciary responsibilities should this issue ever arise:

1. A director, officer or employee of the advisor shall not buy or sell a security for their personal portfolio(s) where their decision is substantially derived, in whole or part, by reason of his or her employment, unless the information is also available to the investing public. No owner/employee of TLS shall prefer their own interest to that of the client.
2. The advisor maintains a list of all securities held by the company and all directors, officers, and employees. These holdings are reviewed on a quarterly basis by the principal of the firm.
3. The advisor requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisors.
4. The advisor may block personal trades with those of clients but will ensure that clients are not at a disadvantage.

TLS's Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Thomas L. Schmidt at (410) 825-1295.

Item 12 - Brokerage Practices

The Custodian and Broker We Use

TLS does not maintain custody of your assets, although we may be deemed to have custody of client assets if the client gives the Firm authority to withdraw assets from your account (see *Item 15 – Custody*, below).

TLS recommends that its clients maintain their advised assets in an account through the Schwab Institutional services program offered by Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer and member of SIPC. TLS will not provide advisory services through any custodian other than Schwab or the custodian of the client's employer-sponsored qualified Plan account.

Schwab holds client assets in a brokerage account. Clients open their accounts with Schwab by entering into an account agreement directly with them. We do not open the account for the client, although we may assist the client in doing so. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor.

How We Selected The Broker/Custodian

We sought to identify a custodian/broker who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We considered a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us”)

Your Brokerage and Custody Costs

Schwab generally does not charge clients separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into the client's brokerage account. In addition to commissions, Schwab charges the client a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we execute most trades for client accounts at Schwab. We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Products and Services Available to Us From Schwab

Schwab provides us and our clients with access to institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we

don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

Services That Benefit Clients. Institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The services described in this paragraph generally benefit clients and their accounts.

TLS may aggregate the purchase or sale of securities for client accounts in "block trades," a practice whereby TLS places one or several client trades in an aggregated block account where they can be executed as a single unit. Once executed, TLS then divides the trades in the block account among the participating client accounts. When TLS uses block trades, all client accounts participate in the trade at an identical price per share and each client pays the standard commission rate of the custodian. TLS uses block trades at times when it is more efficient for TLS advisors/portfolio managers, there is a possible cost benefit to clients, and it will result in a faster execution that may benefit clients. TLS may choose not to include some client accounts in block trades when a security's price may be adversely affected by increasing the volume of a trade, a client's account does not have adequate cash at the time of the block purchase, the portfolio manager needs additional time to consider a client's account restrictions or special instructions/circumstances, and the portfolio manager believes it may not be in the best interest of the client to acquire or sell a security at the time of the block trade. When TLS purchases or sells a security for a client outside of a block trade, the purchase or sale may be executed at a price higher or lower than that of other TLS client accounts executed within the block trade. The custodian's commission rate remains the same whether the trade is executed within or outside of the block trade.

Services That May Not Directly Benefit Clients. Other products and services are available to us that benefit us but may not directly benefit clients or their accounts. These products and services assist us in managing and administering our clients' accounts. They include discounts on access to investment research. We may use this research to service some or all of our clients' accounts. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us. Schwab also offers other services intended to help us manage and develop our business enterprise. These services may include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and

insurance providers

Schwab may provide some of these services itself. In other cases, it may arrange for third-party vendors to provide the services to us, either free or at a discount. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

These soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients. Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Our Interest in Schwab's Services

The availability of these services benefits us because we do not have to produce or purchase them, or are able to purchase them at a discount. We don't have to pay for services so long as our clients collectively keep a minimum dollar amount of their assets in accounts at Schwab. Beyond that, these services are not contingent upon our committing any specific amount of business to Schwab in trading commissions or assets in custody. The applicable minimum may give us an incentive to recommend that you maintain your account with a particular custodian, based on our interest in receiving services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that (a) our decision to require TLS Clients to maintain their accounts at a single custodian eliminates that conflict of interest, and (b) our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of services and not by the services that benefit only us.

TLS does not have any formal soft dollar arrangements.

Item 13 - Review of Accounts

TLS monitors the securities in client's managed accounts on a continuous basis. TLS offers to meet with clients at least on an annual basis to review the client's accounts. Additional reviews may be triggered by material market, economic or political events, or by changes in clients' financial situations (such as retirement, termination of employment, physical move, or inheritance), or upon client request.

Reviews are based on objectives and parameters established by clients, which are generally memorialized through their individual advisory agreements and/or investment policy statements.

Reviews will be performed by the Investment Adviser Rep who manages the client account.

Each client will receive at least quarterly a written report that details the clients' account which may come from the custodian. Clients are encouraged to review these statements to

verify accuracy and calculation correctness.

Item 14 - Client Referrals and Other Compensation

TLS receives referrals from clients and from other professionals who trust us and have confidence in us. We do not compensate them. In addition, TLS does not receive compensation for referring clients to other professional service providers.

Item 15 - Custody

Under government regulations, we may be deemed to have custody of client assets if, for example, the client authorizes us to instruct a Qualified Custodian to deduct our advisory fees directly from the client's account or if the client grants us authority to move money to another person's account. The Qualified Custodian maintains actual custody of client assets. Clients receive account statements directly from the Qualified Custodian at least quarterly. They will be sent to the email or postal mailing addresses clients provide to them. Clients should carefully review those statements promptly upon receipt.

Item 16 - Investment Discretion

TLS does not have discretionary authority over client accounts.

Item 17 - Voting Client Securities

TLS will not vote client securities. Clients are responsible for receiving and voting their own proxies. Clients will receive their proxies or other solicitations directly from the custodian. Upon request by a client, TLS may provide advice to clients regarding the Clients' voting of proxies. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 - Financial Information

TLS does not require or solicit prepayment from our clients of more than \$1,200 six or more months in advance. Therefore, no balance sheet is required. TLS has no financial commitment that impairs its ability to meet contractual and fiduciary commitment to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 - Requirements for State-Registered Advisers

This section is not applicable as TLS is SEC registered and not state registered.